

FCC 603

**FCC Wireless Telecommunications Bureau
Application for Assignments of Authorization
and Transfers of Control**

Approved by OMB
3060 - 0800
See instructions for
public burden estimate

1157 03 163

Submitted 12/16/2003
at 03:33PM

File Number.
0001546977

1) Application Purpose Assignment of Authorization

2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC **File Number**

2b) File numbers of related pending applications currently on file with the FCC

Type of Transaction

3a) Is this a *pro forma* assignment of authorization or transfer of control? **No**

3b) If the answer to Item 3a is 'Yes', is this a notification of *pro forma* transaction being filed under the Commission's forbearance procedures for telecommunications licenses?

4) For assignment of authorization only, is this a partition and/or disaggregation? **No**

5a) Does this filing request a waiver of the Commission rules?

If 'Yes', attach an exhibit providing the rule numbers and explaining circumstances **Yes**

5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of rule sections and enter the result **2**

6) Are attachments being filed with this application? **Yes**

7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required? **No**

7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required? **No**

Transaction Information

8) How will assignment of authorization or transfer of control be accomplished? **Consummation of Reorganization**

If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc

9) The assignment of authorization or transfer of control of license is **Voluntary**

Licensee/Assignor Information

10) FCC Registration Number (FRN) **0002963528**

11) First Name (if individual) **MI** Last Name **Suffix**

12) Entity Name (if not an individual) **Leap Wireless International, Inc., Debtor-in-Possession**

13) Attention To **Robert Irving**

14) P O Box **And / Or** 15) Street Address **10307 Pacific Center Court**

16) City **San Diego** 17) State **CA** 18) Zip Code **92121**

19) Telephone Number **(858)882-6000** 20) FAX Number **(858)882-6080**

21) E-Mail Address

22) Race, Ethnicity, Gender of Assignor/Licensee (Optional)

Race	American Indian or Alaska Native	Asian	Black or African-American	Native Hawaiian or Other Pacific Islander	White
Ethnicity	Hispanic or Latino	Not Hispanic or Latino			
Gender	Female	Male			

Transferor Information (for transfers of control only)

23) FCC Registration Number (FRN)

24) First Name (if individual)

MI

Last Name

Suffix

25) Entity Name (if not an individual)

26) P O Box

And / Or

27) Street Address

28) City

29) State

30) Zip Code

31) Telephone Number

32) FAX Number

33) E-Mail Address

Name of Transferor Contact Representative (if other than Transferor) (for transfers of control only)

34) First Name

MI

Last Name

Suffix

35) Company Name

36) P O Box

And / Or

37) Street Address

38) City

39) State

40) Zip Code

41) Telephone Number

42) FAX Number

43) E-Mail Address

Assignee/Transferee Information44) The Assignee is a(n) **Corporation**45) FCC Registration Number (FRN) **0009096504**

46) First Name (if individual)

MI

Last Name

Suffix

47) Entity Name (if other than individual) **Leap Wireless International, Inc**

48) Name of Real Party in Interest

49) TIN

50) Attention To **Robert Irving**

51) P O Box

And / Or

52) Street Address **10307 Pacific Center Court**53) City **San Diego**54) State **CA**55) Zip Code **92121**56) Telephone Number **(858)882-6000**57) FAX Number **(858)882-6080**

58) E-Mail Address

Name of Assignee/Transferee Contact Representative (if other than Assignee/Transferee)59) First Name **James**

MI

Last Name **Barker**Suffix **Esq**60) Company Name **Latham & Watkins LLP**

61) P O Box

And / Or

62) Street Address **555 Eleventh Street, NW, Suite 1000**63) City **Washington**64) State **DC**65) Zip Code **20004**66) Telephone Number **(202)637-2200**67) FAX Number **(202)637-2201**

68) E-Mail Address

Alien Ownership Questions

- 69) Is the Assignee or Transferee a foreign government or the representative of any foreign government? **No**
- 70) Is the Assignee or Transferee an alien or the representative of an alien? **No**
- 71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government? **No**
- 72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country? **No**
- 73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control **No**

Basic Qualification Questions

- 74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances **No**
- 75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances **No**
- 76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances **No**
- 77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances **No**

78) Race, Ethnicity, Gender of Assignee/Transferee (Optional)

Race	American Indian or Alaska Native	Asian	Black or African-American	Native Hawaiian or Other Pacific Islander	White
Ethnicity	Hispanic or Latino	Not Hispanic or Latino			
Gender	Female	Male			

Assignor/Transferor Certification Statements

- 1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rod. 6293(1998)
- 2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith

79) Typed or Printed Name of Party Authorized to Sign

First Name **Robert** MI Last Name **Irving** Suffix

80) Title **General Counsel**

Signature **Robert Irving** 81) Date **12/16/03**

Assignee/Transferee Certification Statements

- 1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for *pro forma* assignments and transfers by telecommunications carriers. See *Memorandum Opinion and Order*, 13 FCC Rcd. 6293 (1998).
- 2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
- 3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule.*
 *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
- 4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
- 5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or in documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
- 6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
- 7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's rules.

82) Typed or Printed Name of Party Authorized to Sign

First Name **Robert** MI Last Name **Irving** Suffix

83) Title **General Counsel**

Signature **Robert Irving**

84) Date **12/16/03**

WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).

Authorizations To Be Assigned or Transferred

85) Call Sign	86) Radio Service	87) Location Number	88) Path Number (Microwave only)	89) Frequency Number	90) Lower or Center Frequency (MHz)	91) Upper Frequency (MHz)	92) Constructed Yes / No	93) Assignment Indicator
KNLF520	CW						Yes	Full
WPOK574	CW						Yes	Full

Assignments of Authorization

1) Assignee Eligibility for Installment Payments (for assignments of authorization only)

Is the Assignee claiming the same category or a smaller category of eligibility for installment payments as the Assignor (as determined by the applicable rules governing the licenses issued to the Assignor)?

If 'Yes' is the Assignee applying for installment payments?

2) Gross Revenues and Total Assets Information (if required) (for assignments of authorization only)

Refer to applicable auction rules for method to determine required gross revenues and total assets information

Year 1 Gross Revenues
(current)

Year 2 Gross Revenues

Year 3 Gross Revenues

Total Assets

3) Certification Statements

For Assignees Claiming Eligibility as an Entrepreneur Under the General Rule

Assignee certifies that they are eligible to obtain the licenses for which they apply

For Assignees Claiming Eligibility as a Publicly Traded Corporation

Assignee certifies that they are eligible to obtain the licenses for which they apply and that they comply with the definition of a Publicly Traded Corporation, as set out in the applicable FCC rules

For Assignees Claiming Eligibility Using a Control Group Structure

Assignee certifies that they are eligible to obtain the licenses for which they apply

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable

For Assignees Claiming Eligibility as a Very Small Business, Very Small Business Consortium, Small Business, or as a Small Business Consortium

Assignee certifies that they are eligible to obtain the licenses for which they apply

Assignee certifies that the applicant's sole control group member is a pre-existing entity, if applicable

For Assignees Claiming Eligibility as a Rural Telephone Company

Assignee certifies that they meet the definition of a Rural Telephone Company as set out in the applicable FCC rules, and must disclose all parties to agreement(s) to partition licenses won in this auction. See applicable FCC rules

Transfers of Control

4) Licensee Eligibility (for transfers of control only)

As a result of transfer of control, must the licensee now claim a larger or higher category of eligibility than was originally declared?

If 'Yes' the new category of eligibility of the licensee is

Certification Statement for Transferees

Transferee certifies that the answers provided in Item 4 are true and correct

The copy resulting from Print Preview is intended to be used as a reference copy only and MAY NOT be submitted to the FCC as an application for manual filing

Attachment List

Attachment Type	Date	Description	Contents
Waiver	12/16/03	Exhibit A - Description of Transaction and Public Interest	<u>0178911042853111800328204.pdf</u>
Other	12/16/03	Exhibit B - Plan of Reorganization	<u>0178911052853111800328204.pdf</u>
Other	12/16/03	Exhibit C - Associated Applications	<u>0178911062853111800328204.pdf</u>
Other	12/16/03	Request for Confidentiality	<u>0178911092853111800328204.pdf</u>